

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al. ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	
)	Re: Docket no. 30408
)	Hearing Date: April 22, 2013
)	Agenda Item #: 4

**CERTIFICATE OF COUNSEL REGARDING ORDER AUTHORIZING THE 2013
LONG-TERM INCENTIVE PLAN AND STOCK GRANTS TO DIRECTORS, AND THE
AMENDMENT OF 2011 STOCK INCENTIVE PLAN TO IMPLEMENT SUCH PLAN
AND GRANTS**

1. On March 18, 2013, the Debtors filed their *Motion for Entry of an Order Authorizing the 2013 Long-Term Incentive Plan and Stock Grants to Directors, and the Amendment of 2011 Stock Incentive Plan to Implement Such Plan and Grants*, docket no. 30408 (the "Motion").² The Debtors have consulted with the committees and future claimants' representatives appointed in these chapter 11 cases and with the United States Trustee regarding

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

the Motion. The objection deadline for the Motion was April 5, 2013. No objections were filed prior to the objection deadline.

2. The Debtors note that the first clause of the first sentence of paragraph 7 of the Motion, as filed, read:

The Debtors anticipate awarding 2013 Option Awards covering roughly 600,000 shares of Grace Stock ...

The sentence should have read:

The Debtors anticipate awarding 2013 Option Awards covering roughly **500,000** shares of Grace Stock ...

This correction does not substantively affect the relief requested in the Motion.

3. The form of order attached hereto as Exhibit A has been modified to explicitly incorporate this modification. Exhibit B is a comparison to the form of order attached to the motion.

[Nothing Further on this Page]

In view of the foregoing, Debtors respectfully request entry of an order substantially in the form of the order attached to the Motion, which is attached to the form of order as Exhibit A. Exhibit B contains a comparison of the proposed form of order to the form filed with the Motion.

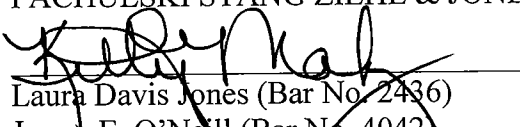
Dated: April 8, 2013

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